

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE COUNCIL OF THE CITY OF  
SANTA BARBARA AUTHORIZING THE EXECUTION  
AND DELIVERY OF A JOINT PARTICIPATION  
AGREEMENT WITH THE CACHUMA OPERATION AND  
MAINTENANCE BOARD, AND AUTHORIZING  
CERTAIN OTHER ACTIONS RELATED THERETO

WHEREAS, the City of Santa Barbara (the "City") is a charter city duly organized and existing under the Constitution and laws of the State of California;

WHEREAS, pursuant to the Ralph M. Brown Act constituting Chapter 9 of Part 1 of Division 2 of Title 5 (commencing with Section 54950) of the California Government Code this meeting was duly noticed;

WHEREAS, the City is a member of the Cachuma Operation and Maintenance Board ("COMB"), which operates pursuant to the 1996 Amended and Restated Agreement for the Establishment of a Board of Control to Operate and Maintain the Cachuma Project – Cachuma Operation and Maintenance Board, dated May 23, 1996, as amended by the Amendment to 1996 Amended and Restated Agreement for the Establishment of a Board of Control to Operate and Maintain the Cachuma Project – Cachuma Operation and Maintenance Board, made effective September 13, 2003 (collectively, the "Joint Powers Agreement"); and

WHEREAS, the City has determined to enter into a Joint Participation Agreement to permit COMB to finance the acquisition and construction of certain improvements to the Cachuma Project (the "Project") which provides supplemental water to the City.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF SANTA BARBARA AS FOLLOWS:

SECTION 1. Declaration of City Council. This City Council hereby specifically finds and declares that the actions authorized hereby constitute and are with respect to public affairs of the City, and that the statements, findings and determinations of the City set forth in the preambles above and of the documents approved herein are true and correct- and hereby approves and ratifies the issuance by COMB of not to exceed \$20,000,000 of revenue bonds to finance the Project on behalf of the City and certain other member units of COMB, all as provided in Section 1.3(i) of the Joint Powers Agreement; provided, however, that the City share of the principal amount of revenue bonds issued by COMB shall not exceed \$7,176,000 and that said approval and ratification shall not be undertaken until such time as all COMB member agencies have approved and ratified the bond issuance, the participating South Coast member agencies have each determined to enter into a joint participation agreement with COMB, and the Montecito Water District has entered into a separate agreement with COMB.

SECTION 2. Joint Participation Agreement. The form of Joint Participation Agreement, dated as of August 1, 2009, by and between COMB and the City, presented in connection with this meeting and on file with the City Clerk is hereby approved. The Mayor or Mayor Pro Tempore and the City Clerk are each hereby authorized and directed to execute, acknowledge and deliver said Joint Participation Agreement in substantially the form presented in connection with this meeting, with such changes therein as the City Attorney may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 3. City Information. The preparation and distribution of Appendix E to the Preliminary Official Statement, which contains information with respect to the City ("Appendix E"), presented in connection with this meeting and on file with the City Clerk is hereby approved. The City Administrator of the City is hereby authorized to sign a certificate pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (the "Act") relating to the Preliminary Official Statement. The Mayor or Mayor Pro Tempore or City Administrator of the City is hereby authorized and directed to execute and deliver a certificate required under Section 10(b)5 of the Act with respect to Appendix E contained in the final Official Statement.

SECTION 4. Further Actions. The Mayor, Mayor Pro Tempore and City Administrator are hereby authorized to do any and all things, including preparation and certification of information concerning the City for inclusion in Appendix E, and to execute and deliver any and all documents, which they may deem necessary or advisable in order to give effect to and comply with the terms and intent of this resolution or the Joint Participation Agreement.

SECTION 5. Effective Date. This resolution shall take effect immediately upon its passage.